JOCKEY

August 8, 2019

The Secretary
Corporate Relationship Dept.
The Bombay Stock Exchange
1st Floor, New Trading Ring
Rotunda Building
Phiroze Jeejeebhoy Towers
Dalal Street, Mumbai – 400 001

The Secretary
National Stock Exchange of India Limited
Exchange Plaza
Bandra Kurla Complex
Mumbai – 400 051

Dear Sirs,

Sub: Submission of Proceedings of Annual General Meeting- reg.

We herewith enclose the proceedings of Annual General Meeting held on 8th August 2019.

This is for your information and records.

Thanking you,

Yours truly,

For Page Industries Limited

Murugesh C
Company Secretary

Encl: as above

PAGE INDUSTRIES LIMITED

PROCEEDINGS OF THE 24TH ANNUAL GENERAL MEETING OF THE SHAREHOLDERS OF THE COMPANY HELD ON THURSDAY THE 8TH AUGUST, 2019 AT 11:30 AM AT THE ALOFT HOTEL, CESSNA BUSINESS PARK, SARJAPUR–MARATHAHALLI OUTER RING ROAD, KADUBEESANAHALLI, BANGALORE - 560103

The following were present on the Dias:

Mr. Pradeep Jaipuria	Chairman
Mr. Sunder Genomal	Managing Director
Mr. Vedji Ticku	Executive Director & CEO
Mr. Shamir Genomal	Deputy Managing Director
Mr. V S Ganesh	Executive Director – Manufacturing & Operations
Mr. Shahendar Genomal	Alternate Director to Mr. Ramesh Genomal
Mr. Tim R Wheeler	Non-Executive Director
Mr. B C Prabhakar	Independent Director
Mr. Sandeep Maini	Independent Director
Mr. Vikram Shah	Independent Director
Mrs. Rukmani Menon	Independent Director
Mr. Chandrasekar K	Chief Financial Officer
Mr. C Murugesh	Company Secretary
Mr. Deepanjan B	Associate Vice President - Finance

In attendance

Mr. Amit Jaluka	Representative of Statutory Auditors
Mr. R Vijayakumar	Secretarial Auditor

Members Present:

In person 83

By proxy 3 representing 296 shares.

Pursuant to Article 98 of the Articles of Association of the Company, Mr. Pradeep Jaipuria being the Chairman of the Board took the chair and conducted the proceedings of the Meeting.

The Chairman welcomed the members to the meeting and after ascertaining that the requisite quorum for the meeting was present, the Chairman called the meeting to order.

The Chairman introduced the members of Board of Directors to the Shareholders.

PAGE INDUSTRIES LIMITED BENGALURU-560103

Mr. B C Prabhakar, Chairman of the Audit Committee, Mrs. Rukmani Menon, Chairman of the Stakeholders Relationship Committee and Mr. Sandeep Mani, Authorised member of the Nomination and Remuneration Committee were present to address the queries raised by the Shareholders at the AGM.

The required Statutory Registers as prescribed under the Companies Act, 2013 were kept open for inspection and were accessible during the continuance of the meeting.

With the consent of the shareholders present, the Notice convening the meeting, the Directors' Report, the Management Discussion and Analysis Report and the Reports on Corporate Governance and CSR of the Company for the financial Year ended 31st March 2019 were taken as read.

The Chairman requested the Company Secretary to read the Auditors Report, which was accordingly read.

The Chairman in his opening remarks dwelt on

- Performance of the Company;
- Dividend;
- Expansion and New investments; and
- Prospects of the Company.

The Chairman informed the Shareholders that in terms of the relevant provisions of law, the Company has arranged for remote e-voting facility for all the resolutions to be considered at this Annual General Meeting from 5th August 2019 to 7th August 2019 (both days inclusive) and the members who have not cast their vote electronically and who are present in this meeting will have an opportunity to cast their votes at the end of this meeting.

Mr. R Vijayakumar, Scrutinizer, appointed for the purpose of remote e-voting and the poll at this meeting and to report on the combined voting results was present.

Then the subjects in the agenda were taken up.

The Chairman invited the queries from the members present, relating to the Accounts for the year ended 31st March 2019, Directors Report and the Auditors Report and the affairs of the Company. Members raised queries on financials, operations, capacity expansion, online business, prospects of various category of products, etc. The Chief Executive Officer and Chief Financial Officer replied to the shareholders' queries, suitably.

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The following resolutions were formally placed before the shareholders.

ORDINARY BUSINESS:

1. **Ordinary resolution: Adoption of financial statements:**

   RESOLVED THAT the audited financial statement for the year ended 31stMarch, 2019, the Reports of the Board of Directors and Auditors' be adopted.

2. **Ordinary resolution: Appointment of Director:**

   RESOLVED THAT Mr. Vedji Ticku (DIN: 07822283) who retires by rotation be and is hereby reappointed as a Director of the Company.

3. **Ordinary resolution: Appointment of Director:**

   RESOLVED THAT Mr. Shamir Genomal (DIN: 00871383) who retires by rotation be and is hereby reappointed as a Director of the Company.

   SPECIALBUSINESS:

4. **Special resolution: Re-appointment of Mr. G P Albal (DIN: 00185820) as an Independent Director:**

   RESOLVED that pursuant to the provisions of Sections 149, 150 and other applicable provisions of the Companies Act, 2013, the Rules made thereunder (including any statutory modification(s)or re-enactment thereof) read with Schedule IV to the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. G P Albal (DIN: 00185820) be and is hereby appointed as an Independent Director of the company to hold the office for five consecutive years from 14th August 2019 and who is not liable to retire by rotation.

5. **Special resolution: Re-appointment of Mrs. Rukmani Menon (DIN: 02370521) as an Independent Director:**

   RESOLVED that pursuant to the provisions of Sections 149, 150 and other applicable provisions of the Companies Act, 2013, the Rules made thereunder (including any statutory modification(s)or

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re-enactment thereof) read with Schedule IV to the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mrs. Rukmani Menon (DIN: 02370521) be and is hereby appointed as an Independent Director of the company to hold the office for five consecutive years from 1st October 2019 and who is not liable to retire by rotation.

6. **Special resolution: Re-appointment of Mr. Sandeep Kumar Maini (DIN: 01568787) as an Independent Director:**

RESOLVED that pursuant to the provisions of Sections 149, 150 and other applicable provisions of the Companies Act, 2013, the Rules made thereunder (including any statutory modification(s)or re-enactment thereof) read with Schedule IV to the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Sandeep Kumar Maini (DIN: 01568787) be and is hereby appointed as an Independent Director of the company to hold the office for five consecutive years from 28th May 2020 and who is not liable to retire by rotation.

7. **Special resolution: Re-appointment of Mr. Vikram Gamanlal Shah (DIN: 00119565) as an Independent Director:**

RESOLVED that pursuant to the provisions of Sections 149, 150 and other applicable provisions of the Companies Act, 2013, the Rules made thereunder (including any statutory modification(s)or re-enactment thereof) read with Schedule IV to the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Vikram Gamanlal Shah (DIN: 00119565) be and is hereby appointed as an Independent Director of the company to hold the office for five consecutive years from 28th May 2020 and who is not liable to retire by rotation.

8. **Ordinary resolution: Remuneration under Section 197(1) of the Companies Act, 2013:**

RESOLVED that pursuant to provisions of Section 197(1)(ii) and other applicable provisions, if any, of the Companies Act, 2013, approval of the Company be and is hereby accorded for the payment of a sum not exceeding Rs.10.0 million (Rupees Ten million only), (excluding sitting fees) subject to the limit prescribed in the Companies Act, 2013, to be paid to and distributed amongst

PAGE INDUSTRIES LIMITED ★ BENGALURU-560103 ★

the Directors of the Company or some or any of them (other than Managing Directors / Whole-time Directors) in such amounts, subject to such ceiling and in such manner and in such respects as may be decided by the Board of Directors and such payments shall be made for the financial year 2019-20.

The Chairman ordered poll and invited members that, who have not availed remote e-voting facility provided by the Company, and requested to vote for each resolution and deposit the poll paper in the ballot box placed near the exit gates.

The Chairman stated that upon receipt of report from the Scrutinizer, Company Secretary, who is authorized for this purpose, shall declare the consolidated voting results and also place the same on the website of the company. The Consolidated Results will also be sent to the stock exchanges to disseminate.

The Chairman thanked all the members for their participation and announced the formal closure of the 24th AGM of the Company.

The Meeting concluded at 1:00 P.M.



JOCKEY

August 8, 2019

The Secretary
Corporate Relationship Dept.
The Bombay Stock Exchange
1st Floor, New Trading Ring
Rotunda Building
Phiroze Jeejeebhoy Towers
Dalal Street, Mumbai – 400 001

The Secretary
National Stock Exchange of India Limited
Exchange Plaza
Bandra Kurla Complex
Mumbai – 400 051

Dear Sir,

Sub: Submission of voting results pursuant to Clause 44(3) of the SEBI LODR Regulations 2015 and Report of Scrutinizer

We herewith enclosed Voting results of Annual General Meeting held on August 8, 2019 under Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 along with Report of Scrutinizer.

This is for your information and records.

Thanking you,

Yours truly,

For Page Industries Limited

Murugesh C
Company Secretary

Encl: as above

PAGE INDUSTRIES LIMITED (CIN : L18101KA1994PLC016554)	
Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 - Annual General Meeting Results (Physical and e-Voting)	
Date of the AGM	8th August 2019
Total number of shareholders on record date	72136 (1 August 2019)
No. of shareholders present in the meeting either in person or through proxy:	86
Promoters and Promoter Group:	5
Public:	81
No. of Shareholders attended the meeting through Video Conferencing:	Not Applicable
Promoters and Promoter Group:	
Public:	



Page Industries Limited

Resolution Required : (Ordinary)			1 - Adoption of Financial Statements					
Whether promoter/ promoter group are interested in the agenda/resolution?			NO					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	5389092	5388372	99.9866	5388372	0	100.0000	0.0000
	Poll		720	0.0134	720	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		**5389092**	**100.0000**	**5389092**	**0**	**100.0000**	**0.0000**
Public Institutions	E-Voting	4436439	3079554	69.4150	3079554	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		**3079554**	**69.4150**	**3079554**	**0**	**100.0000**	**0.0000**
Public Non Institutions	E-Voting	1328343	102984	7.7528	102982	2	99.9981	0.0019
	Poll		134	0.0101	134	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		**103118**	**7.7629**	**103116**	**2**	**99.9981**	**0.0019**
Total		**11153874**	**8571764**	**76.8501**	**8571762**	**2**	**100.0000**	**0.0000**

PAGE INDUSTRIES LIMITED
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Page Industries Limited

Resolution Required : (Ordinary)			2 - Appointment of Mr. Vedji Ticku as Director					
Whether promoter/ promoter group are interested in the agenda/resolution?			NO					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	5389092	5388372	99.9866	5388372	0	100.0000	0.0000
	Poll		720	0.0134	720	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		**5389092**	**100.0000**	**5389092**	**0**	**100.0000**	**0.0000**
Public Institutions	E-Voting	4436439	3089121	69.6306	2846695	242426	92.1523	7.8477
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		**3089121**	**69.6306**	**2846695**	**242426**	**92.1523**	**7.8477**
Public Non Institutions	E-Voting	1328343	102984	7.7528	102980	4	99.9961	0.0039
	Poll		134	0.0101	134	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		**103118**	**7.7629**	**103114**	**4**	**99.9961**	**0.0039**
Total		**11153874**	**8581331**	**76.9359**	**8338901**	**242430**	**97.1749**	**2.8251**

PAGE INDUSTRIES LIMITED ★ BENGALURU-560103 ★

Page Industries Limited

Resolution Required : (Ordinary)			3 - Appointment of Mr. Shamir Genomal as Director					
Whether promoter/ promoter group are interested in the agenda/resolution?			NO					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes In favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	5389092	5388372	99.9866	5388372	0	100.0000	0.0000
	Poll		720	0.0134	720	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		**5389092**	**100.0000**	**5389092**	**0**	**100.0000**	**0.0000**
Public Institutions	E-Voting	4436439	3089121	69.6306	2211696	877425	71.5963	28.4037
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		**3089121**	**69.6306**	**2211696**	**877425**	**71.5963**	**28.4037**
Public Non Institutions	E-Voting	1328343	102984	7.7528	102980	4	99.9961	0.0039
	Poll		134	0.0101	134	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		**103118**	**7.7629**	**103114**	**4**	**99.9961**	**0.0039**
Total		**11153874**	**8581331**	**76.9359**	**7703902**	**877429**	**89.7751**	**10.2249**

PAGE INDUSTRIES LIMITED ★ BENGALURU-560103 ★

Page Industries Limited

Resolution Required : (Special)			4 - Re-appointment of Mr. G P Albal as Independent Director					
Whether promoter/ promoter group are interested in the agenda/resolution?			NO					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	5389092	5388372	99.9866	5388372	0	100.0000	0.0000
	Poll		720	0.0134	720	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		**5389092**	**100.0000**	**5389092**	**0**	**100.0000**	**0.0000**
Public Institutions	E-Voting	4436439	3067360	69.1401	2496492	570868	81.3889	18.6111
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		**3067360**	**69.1401**	**2496492**	**570868**	**81.3889**	**18.6111**
Public Non Institutions	E-Voting	1328343	94830	7.1390	93435	1395	98.5289	1.4711
	Poll		134	0.0101	134	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		**94964**	**7.1491**	**93569**	**1395**	**98.5310**	**1.4690**
Total		**11153874**	**8551416**	**76.6677**	**7979153**	**572263**	**93.3080**	**6.6920**

PAGE INDUSTRIES LIMITED
BENGALURU-560103

Page Industries Limited

Resolution Required : (Special)			5 - Re-appointment of Mrs. Rukmani Menon as Independent Director					
Whether promoter/ promoter group are interested in the agenda/resolution?			NO					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	5389092	5388372	99.9866	5388372	0	100.0000	0.0000
	Poll		720	0.0134	720	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		**5389092**	**100.0000**	**5389092**	**0**	**100.0000**	**0.0000**
Public Institutions	E-Voting	4436439	3067360	69.1401	2250838	816522	73.3803	26.6197
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		**3067360**	**69.1401**	**2250838**	**816522**	**73.3803**	**26.6197**
Public Non Institutions	E-Voting	1328343	102968	7.7516	102964	4	99.9961	0.0039
	Poll		134	0.0101	134	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		**103102**	**7.7617**	**103098**	**4**	**99.9961**	**0.0039**
Total		**11153874**	**8559554**	**76.7406**	**7743028**	**816526**	**90.4606**	**9.5394**

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Page Industries Limited

Resolution Required : (Special)			6 - Re-appointment of Mr. Sandeep Kumar Malni as Independent Director					
Whether promoter/ promoter group are interested in the agenda/resolution?			NO					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes– in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	5389092	5388372	99.9866	5388372	0	100.0000	0.0000
	Poll		720	0.0134	720	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		**5389092**	**100.0000**	**5389092**	**0**	**100.0000**	**0.0000**
Public Institutions	E-Voting	4436439	3067360	69.1401	3064267	3093	99.8992	0.1008
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		**3067360**	**69.1401**	**3064267**	**3093**	**99.8992**	**0.1008**
Public Non Institutions	E-Voting	1328343	102968	7.7516	102964	4	99.9961	0.0039
	Poll		134	0.0101	134	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		**103102**	**7.7617**	**103098**	**4**	**99.9961**	**0.0039**
Total		**11153874**	**8559554**	**76.7406**	**8556457**	**3097**	**99.9638**	**0.0362**

PAGE INDUSTRIES LIMITED ★ BENGALURU-560103 ★

Page Industries Limited

Resolution Required : (Special)			7 - Re-appointment of Mr. Vikram Gamanlal Shah as Independent Director					
Whether promoter/ promoter group are interested in the agenda/resolution?			NO					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	5389092	5388372	99.9866	5388372	0	100.0000	0.0000
	Poll		720	0.0134	720	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		**5389092**	**100.0000**	**5389092**	**0**	**100.0000**	**0.0000**
Public Institutions	E-Voting	4436439	3067360	69.1401	1673859	1393501	54.5700	45.4300
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		**3067360**	**69.1401**	**1673859**	**1393501**	**54.5700**	**45.4300**
Public Non Institutions	E-Voting	1328343	102968	7.7516	102964	4	99.9961	0.0039
	Poll		134	0.0101	134	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		**103102**	**7.7617**	**103098**	**4**	**99.9961**	**0.0039**
Total		**11153874**	**8559554**	**76.7406**	**7166049**	**1393505**	**83.7199**	**16.2801**

PAGE INDUSTRIES LIMITED
BENGALURU-560103

Page Industries Limited

Resolution Required : (Ordinary)			8 - Remuneration under Section 197(1) of the Companies Act, 2013					
Whether promoter/ promoter group are interested in the agenda/resolution?			NO					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	5389092	5388372	99.9866	5388372	0	100.0000	0.0000
	Poll		720	0.0134	720	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		**5389092**	**100.0000**	**5389092**	**0**	**100.0000**	**0.0000**
Public Institutions	E-Voting	4436439	3067360	69.1401	3064303	3057	99.9003	0.0997
	Poli		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		**3067360**	**69.1401**	**3064303**	**3057**	**99.9003**	**0.0997**
Public Non Institutions	E-Voting	1328343	102964	7.7513	102950	14	99.9864	0.0136
	Poli		134	0.0101	134	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		**103098**	**7.7614**	**103084**	**14**	**99.9864**	**0.0136**
Total		**11153874**	**8559550**	**76.7406**	**8556479**	**3071**	**99.9641**	**0.0359**



R. Vijayakumar
Company Secretary in Practice [FCS 6418 COP 8667]
No. 315, 2nd & 3rd Floor, 7th Main
MICO Layout, BTM Layout 2nd Stage
Bangalore - 560 076
Mobile: 9449002064 ; Email: vijaykumaracs@gmail.com

Report of Scrutinizer

[Pursuant to Sections 108 & 109 of the Companies Act, 2013 and rules 20 and 21 of the Companies (Management and Administration) Rules, 2014]

To

The Chairman
24th (Twenty Fourth) Annual General Meeting of the Equity Shareholders of Page Industries Limited held on Thursday, 08 August 2019 at 11:30 am at ALOFT HOTEL, Cessna Business Park, Sarjapur – Marathahalli Outer Ring Road, Kadubeesanahalli, Bengaluru - 560103.

Dear Sir,

I, R. Vijayakumar, Practising Company Secretary, appointed as Scrutinizer for the purpose of scrutinizing the remote e-voting and poll taken on the below mentioned resolutions, at the 24th Annual General Meeting of the Equity Shareholders of Page Industries Limited, held on Thursday, 8 August 2019 at 11:30 am at ALOFT HOTEL, Cessna Business Park, Sarjapur – Marathahalli Outer Ring Road, Kadubeesanahalli, Bengaluru - 560103, submit my report as under:

1. The Compliance with the provisions of the Companies Act, 2013 and the Rules made thereunder relating to voting through electronic means (by remote e-voting) and poll on the resolutions proposed in the Notice of the 24th Annual General Meeting of the Company is the responsibility of the management. My responsibility as a Scrutinizer is to ensure that the voting process both through electronic mean and use of ballots by poll at the meeting are conducted in a fair and transparent manner and render consolidated scrutinizer report of the votes cast in favour or against, if any, to the Chairman on the resolutions, based on the reports generated from the electronic voting system provided by National Securities Depository Services Limited (NSDL) and Voting at the AGM by Poll.



2. The Shareholders holding shares as on the cut-off date (i.e.,) 01 August 2019 were entitled to vote on the proposed resolutions (Item Nos., 1 to 9) as set out in the Notice of the 24th AGM of the Company;

3. The remote e-voting period remained open from 05 Aug 2019 (09:00 hrs) to 07 Aug 2019 (17:00 hrs);

4. At the meeting, after the time fixed for closing of the poll by the Chairman, 2 (Two) ballot boxes kept for polling was locked in my presence with due identification marks placed by me.

5. Immediately after conclusion of voting at the AGM, the locked ballot box was subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company / Registrar and Transfer Agents of the Company and the authorizations / proxies lodged with the Company.

6. The votes cast at the meeting were counted and thereafter, the remote e-voting was unblocked at around 13:05 hrs on 08 August 2019 in the presence of two witnesses viz., Mr. Sathyanathan. S and Mr. Somasundar. S.R, who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.

Sathyanathan. S

Somasundar. S.R

7. The details containing, inter alia, list of equity shareholders, who voted, were downloaded from the e-voting website of NSDL - https://www.evoting.nsdl.com

8. The consolidated results (viz., Remote e-voting and Poll at AGM) are as under:

Ordinary Business

1) Adoption of Financial Statement – Ordinary Resolution

To receive, consider and adopt Financial Statements for the year ended 31 March 2019, the Reports of the Board of Directors and the Auditors thereon.

(i) Voted in favour of the resolution

Particulars (E-Voting / Poll at AGM)	No. of members voted	No. of Votes cast (Shares)	% of total number of valid votes cast
Remote E-Voting	389	8570908	99.99998%
Poll at AGM	24	854	100.00000%
Total	**413**	**8571762**	**99.99998%**

(ii) Voted against the resolution

Particulars (E-Voting / Poll at AGM)	No. of members voted	No. of Votes cast (Shares)	% of total number of valid votes cast
Remote E-Voting	2	2	0.00002%
Poll at AGM	0	0	0.00000%
Total	**2**	**2**	**0.00002%**

(iii) Invalid Votes

Particulars (E-Voting / Poll at AGM)	Total No. of members whose votes were declared invalid	Total number of votes cast
Remote E-Voting	0	0
Poll at AGM	0	0
Total	**0**	**0**

2) **Reappointment of Mr. Vedji Ticku [DIN: 07822283] as Director - Ordinary Resolution**

Appointment of a Director in place of Mr. Vedji Ticku [DIN: 07822283], who retires by rotation and, being eligible, offers himself for reappointment.

(i) Voted in favour of the resolution

Particulars (E-Voting / Poll at AGM)	No. of members voted	No. of Votes cast (Shares)	% of total number of valid votes cast
Remote E-Voting	377	8338047	97.17463%
Poll at AGM	24	854	100.00000%
Total	**401**	**8338901**	**97.17491%**

(ii) Voted against the resolution

Particulars (E-Voting / Poll at AGM)	No. of members voted	No. of Votes cast (Shares)	% of total number of valid votes cast
Remote E-Voting	17	242430	2.82537%
Poll at AGM	0	0	0.00000%
Total	**17**	**242430**	**2.82509%**

(iii) Invalid Votes

Particulars (E-Voting / Poll at AGM)	Total No. of members whose votes were declared invalid	Total number of votes cast
Remote E-Voting	0	0
Poll at AGM	0	0
Total	**0**	**0**



3) Reappointment of Mr. Shamir Genomal [DIN: 00871383] as Director – Ordinary Resolution

Appointment of a Director in place of Mr. Shamir Genomal [DIN: 00871383], who retires by rotation and, being eligible, offers himself for reappointment.

(i) Voted in favour of the resolution

Particulars (E-Voting / Poll at AGM)	No. of members voted	No. of Votes cast (Shares)	% of total number of valid votes cast
Remote E-Voting	202	7703048	89.77412%
Poll at AGM	24	854	100.00000%
Total	**226**	**7703902**	**89.77514%**

(ii) Voted against the resolution

Particulars (E-Voting / Poll at AGM)	No. of members voted	No. of Votes cast (Shares)	% of total number of valid votes cast
Remote E-Voting	193	877429	10.22588%
Poll at AGM	0	0	0.00000%
Total	**193**	**877429**	**10.22486%**

(iii) Invalid Votes

Particulars (E-Voting / Poll at AGM)	Total No. of members whose votes were declared invalid	Total number of votes cast
Remote E-Voting	0	0
Poll at AGM	0	0
Total	**0**	**0**



Special Business

4) Reappointment of Mr. G P Albal [DIN: 00185820] as Independent Director – Special Resolution

Re-appointment of Mr. G P Albal [DIN: 00185820] as an Independent Director of the Company

(i) Voted in favour of the resolution

Particulars (E-Voting / Poll at AGM)	No. of members voted	No. of Votes cast (Shares)	% of total number of valid votes cast
Remote E-Voting	332	7978299	93.30731%
Poll at AGM	24	854	100.00000%
Total	**356**	**7979153**	**93.30797%**

(ii) Voted against the resolution

Particulars (E-Voting / Poll at AGM)	No. of members voted	No. of Votes cast (Shares)	% of total number of valid votes cast
Remote E-Voting	58	572263	6.69269%
Poll at AGM	0	0	0.00000%
Total	**58**	**572263**	**6.69203%**

(iii) Invalid Votes

Particulars (E-Voting / Poll at AGM)	Total No. of members whose votes were declared invalid	Total number of votes cast
Remote E-Voting	0	0
Poll at AGM	0	0
Total	**0**	**0**



5) **Reappointment of Mrs. Rukmani Menon [DIN: 02370521] as Independent Director – Special Resolution**

Re-appointment of Mrs. Rukmani Menon [DIN: 02370521] as an Independent Director of the Company

(i) Voted in favour of the resolution

Particulars (E-Voting / Poll at AGM)	No. of members voted	No. of Votes cast (Shares)	% of total number of valid votes cast
Remote E-Voting	177	7742174	90.45970%
Poll at AGM	24	854	100.00000%
Total	**201**	**7743028**	**90.46065%**

(ii) Voted against the resolution

Particulars (E-Voting / Poll at AGM)	No. of members voted	No. of Votes cast (Shares)	% of total number of valid votes cast
Remote E-Voting	214	816526	9.54030%
Poll at AGM	0	0	0.00000%
Total	**214**	**816526**	**9.53935%**

(iii) Invalid Votes

Particulars (E-Voting / Poll at AGM)	Total No. of members whose votes were declared invalid	Total number of votes cast
Remote E-Voting	0	0
Poll at AGM	0	0
Total	**0**	**0**



6) **Reappointment of Mr. Sandeep Maini [DIN: 01568787] as Independent Director – Special Resolution**

Re-appointment of Mr. Sandeep Maini [DIN: 01568787] as an Independent Director of the Company

(i) Voted in favour of the resolution

Particulars (E-Voting / Poll at AGM)	No. of members voted	No. of Votes cast (Shares)	% of total number of valid votes cast
Remote E-Voting	382	8555603	99.96381%
Poll at AGM	24	854	100.00000%
Total	**406**	**8556457**	**99.96382%**

(ii) Voted against the resolution

Particulars (E-Voting / Poll at AGM)	No. of members voted	No. of Votes cast (Shares)	% of total number of valid votes cast
Remote E-Voting	8	3097	0.03619%
Poll at AGM	0	0	0.00000%
Total	**8**	**3097**	**0.03618%**

(iii) Invalid Votes

Particulars (E-Voting / Poll at AGM)	Total No. of members whose votes were declared invalid	Total number of votes cast
Remote E-Voting	0	0
Poll at AGM	0	0
Total	**0**	**0**



7) **Re-appointment of Mr. Vikram Shah [DIN: 00119565] as Independent Director – Special Resolution**

Re-appointment of Mr. Vikram Shah [DIN: 00119565] as an Independent Director of the Company

(i) Voted in favour of the resolution

Particulars (E-Voting / Poll at AGM)	No. of members voted	No. of Votes cast (Shares)	% of total number of valid votes cast
Remote E-Voting	138	7165195	83.71826%
Poll at AGM	24	854	100.00000%
Total	**162**	**7166049**	**83.71989%**

(ii) Voted against the resolution

Particulars (E-Voting / Poll at AGM)	No. of members voted	No. of Votes cast (Shares)	% of total number of valid votes cast
Remote E-Voting	252	1393505	16.28174%
Poll at AGM	0	0	0.00000%
Total	**252**	**1393505**	**16.28011%**

(iii) Invalid Votes

Particulars (E-Voting / Poll at AGM)	Total No. of members whose votes were declared invalid	Total number of votes cast
Remote E-Voting	0	0
Poll at AGM	0	0
Total	**0**	**0**



8) **Remuneration under section 197(1) of the Companies Act, 2013 – Ordinary Resolution**

Remuneration under section 197(1) of the Companies Act, 2013.

(i) Voted in favour of the resolution

Particulars (E-Voting / Poll at AGM)	No. of members voted	No. of Votes cast (Shares)	% of total number of valid votes cast
Remote E-Voting	379	8555625	99.96412%
Poll at AGM	24	854	100.00000%
Total	**403**	**8556479**	**99.96412%**

(ii) Voted against the resolution

Particulars (E-Voting / Poll at AGM)	No. of members voted	No. of Votes cast (Shares)	% of total number of valid votes cast
Remote E-Voting	10	3071	0.03588%
Poll at AGM	0	0	0.00000%
Total	**10**	**3071**	**0.03588%**

(iii) Invalid Votes

Particulars (E-Voting / Poll at AGM)	Total No. of members whose votes were declared invalid	Total number of votes cast
Remote E-Voting	0	0
Poll at AGM	0	0
Total	**0**	**0**



9. All relevant records of remote e-Voting will remain in my custody until the Chairman considers, approves and signs the minutes of the 24th AGM, upon which the records will be handed over to the Chairman / Company Secretary for safe keeping.

10. The poll papers and all other relevant records were sealed and handed over to the Company Secretary for safe keeping.

Thanking you,
Yours faithfully,

R. Vijayakumar
Practising Company Secretary
FCS – 6418; COP – 8667
Place : Bangalore
Date : 08 Aug 2019